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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 11, 2002

RECORDATION NO. 19402 -H FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

SEP 11 '02 4-43 PM
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Statement of Change in Reporting Marks and/or Road Numbers, dated as of September 11, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Number 19402.

The name and address of the party to the enclosed document are:

Lessee: Union Pacific Railroad Company
1416 Dodge Street
Omaha, NE 68179

A description of the railroad equipment covered by the enclosed document is:

Locomotives having original CNW and SP reporting marks and road numbers are re-marked and re-numbered as set forth on the Schedule attached hereto.

Mr. Vernon A. Williams
September 11, 2002
Page Two

A short summary of the document to appear in the index follows:

Statement of Change in Reporting Marks and/or Road Numbers.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anr
Enclosures

SPT 1995-C

ORIGINAL MARK
AND NUMBER

SP 8619
SP 8623

FINAL MARK
AND NUMBER

UP 2695
UP 2699

UNION PACIFIC RAILROAD COMPANY



1416 DODGE STREET
OMAHA, NEBRASKA 68179

September 11, 2002

RECORDATION NO. 19402-H FILED

SEP 11 '02 4-43PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: Statement of Change in Reporting Marks and/or Road Numbers

Dear Secretary:

Please be advised that the reporting marks and/or road numbers of the locomotives identified in the attached schedule have been changed as set forth therein.

UNION PACIFIC RAILROAD COMPANY

By: _____

A handwritten signature in black ink, appearing to read "J. Theisen".

James J. Theisen, Jr.
Senior Corporate Counsel

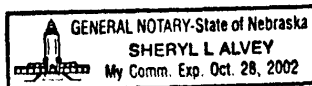
Attachment

JJT:CAN:sla

STATE OF NEBRASKA)
) ss:
COUNTY OF DOUGLAS)

On this 10th day of September, 2002, before me, a Notary Public in and for said County and State, personally appeared James J. Theisen, Jr., who being by me duly sworn, says that he is the Senior Corporate Counsel of THE UNION PACIFIC RAILROAD COMPANY, that said instrument was signed, on behalf of said corporation and he acknowledged that the execution of said instrument was the free act and deed of the corporation.

IN WITNESS WHEREOF, I have unto set my hand and official seal on the date above mentioned.



SEAL

Sheryl L. Alvey

NOTARY PUBLIC

SPT 1995-C
(19402)

ORIGINAL MARK
AND NUMBER

SP 8619
SP 8623

FINAL MARK
AND NUMBER

UP 2695
UP 2699